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(Requestor's Name)

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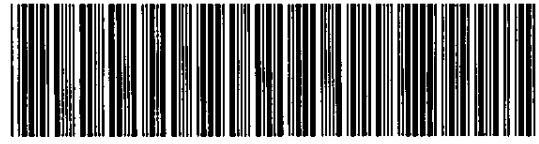
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14 DEC 24 AM 11:55
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BAM-BAM PIZZA, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

ROBERT P. SALTSMAN, P.A.
Contact Person

ROBERT P. SALTSMAN, P.A.
Firm/Company

P.O. Box 2146
Address

Winter Park, FL 32790-2146
City/State and Zip Code

nancy@saltsmanpa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nancy J. Calhoun At (407) 647-2899
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED

ARTICLES OF MERGER OF 14 DEC 26 AM 11:55
TEAM ONEY, INC. WITH AND INTO
BAM-BAM PIZZA, INC.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The following **ARTICLES OF MERGER** by and between **TEAM ONEY, INC.**, a Florida corporation, and **BAM-BAM PIZZA, INC.**, a Florida corporation, are being submitted in accordance with Florida Statutes Section 607.1109 of the Florida Business Corporation Act, as amended, (the "Act").

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the entity being **merged** is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TEAM ONEY, INC. 9600 Delegates Drive Orlando, FL 32837	Florida	Corporation

Florida Document No: P05000121728 FEIN: 20-3412614

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BAM-BAM PIZZA, INC. 9600 Delegates Drive Orlando, FL 32837	Florida	Corporation

Florida Document No: P94000049446 FEIN: 59-3255539

THIRD: The Agreement and Plan of Merger dated December 20, 2014 ("Plan of Merger"), a copy of which is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein, meets the requirements of Section 607.1101 of the Act.

FOURTH: The Plan of Merger was unanimously approved and adopted by the Shareholders of **TEAM ONEY, INC.**, the merging corporation, on December 20, 2014 by that certain Agreement and Plan of Merger of even date herewith.

FIFTH: The Plan of Merger was unanimously approved and adopted by the Shareholders of **BAM-BAM PIZZA, INC.**, the surviving corporation, on December 20, 2014, by certain Agreement and Plan of Merger of even date herewith.

SIXTH: The merger is permitted under the laws of the State of Florida and is not prohibited by any agreement of any party to the merger.

SEVENTH: Pursuant to and in compliance with Section 607.1023 of the Act, the date and time of the effectiveness of the merger shall be on December 31, 2014 at 8:00 A.M., EST.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by an authorized person this December 20, 2014.

TEAM ONEY, INC., a Florida corporation

By: Wade S. Oney
WADE S. ONEY, President

BAM-BAM PIZZA, INC., a Florida corporation

By: Wade S. Oney
WADE S. ONEY, President

**AGREEMENT AND PLAN OF MERGER OF
TEAM ONEY, INC.
INTO
BAM-BAM PIZZA, INC.**

THIS AGREEMENT AND PLAN OF MERGER, dated this December 20, 2014, made by and among **TEAM ONEY, INC.**, a Florida corporation ("ONEY") and **BAM-BAM PIZZA, INC.**, a Florida corporation ("BAM-BAM").

WITNESSETH:

WHEREAS, ONEY desires to merge with and into BAM-BAM, with BAM-BAM being the surviving entity (the "Merger"), upon the terms, and subject to the conditions herein, set forth in this Plan of Merger (the "Plan") and in accordance with Florida Statutes Section 607.1101 of the Florida Business Corporation Act, as amended, (the "Act"); and

WHEREAS, the President of BAM-BAM has determined that it is advisable that ONEY be merged into BAM-BAM, on the terms and conditions set forth, in this Plan of Merger, and in accordance with Section 607.1101 of the Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

EFFECTIVE DATE; MERGER; ADOPTION AND APPROVAL

1. The term "Effective Date" shall mean the date of December 31, 2014, at 8:00 A.M., EST.

2. On the Effective Date, ONEY shall be merged with and into BAM-BAM. The separate existence of ONEY shall cease at the Effective Date and the existence of BAM-BAM shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved and adopted by the Shareholders of ONEY in accordance with the applicable provisions of Section 607.1103 of the Act and consented to by the Shareholders on December 20, 2014. The Shareholders have waived notice of the merger by their signatures below.

4. The Plan of Merger has been approved and adopted by the Shareholders of BAM-BAM in accordance with Section 607.1103 of the Act. The Shareholders consented to the merger on December 20, 2014, and waived notice thereof by their signatures below.



ARTICLE II

EFFECTS OF THE MERGER

At and after the merger, BAM-BAM shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the merging ONEY; any and all property, real, personal and mixed, and any and all debts due of the merged ONEY on whatever account, and all other choses in action, and all and every other interest of the merged ONEY shall be taken and transferred to and vested in the surviving BAM-BAM without further act or deed; and the title to any real estate, or any interest therein, vested in the merging ONEY shall not prevent or be in any way impaired by reason of the merger, all as more particularly set forth in and pursuant to Section 607.1101 of the Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of ONEY's stock certificates into Shares of BAM-BAM stock certificates shall be as follows:

Stock certificates of BAM-BAM shall be issued in to the Shareholders of ONEY on a pro rata basis held of record without any action of the holder thereof. Each stock certificate representing Shares of said merged ONEY shall be canceled of record and exchanged for One (1) Share certificate representing an issued stock certificate of the surviving BAM-BAM.

As soon as possible after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the Shareholders of ONEY.

ARTICLE IV

DISSENTERS' RIGHTS

Shareholders of ONEY who would be entitled to vote on the Merger and who wish to dissent thereto, are entitled, if the Shareholder complies with the provisions of the Act regarding the rights of dissenting Shareholders, to be paid the fair value of such Shareholder's shares.

ARTICLE V

ASSIGNMENT

If at any time BAM-BAM shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in BAM-BAM the title to any property or rights of ONEY, or to otherwise carry out the provisions hereof, the President of ONEY as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or conform title to such

property or rights in BAM-BAM, and the President of BAM-BAM is fully authorized in the name and on behalf of ONEY or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE VI

EXPENSES

BAM-BAM shall pay all expenses of accomplishing the Merger.

ARTICLE VII

ARTICLES OF ORGANIZATION

The Articles of Incorporation of BAM-BAM, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of BAM-BAM surviving this merger without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The President of BAM-BAM surviving this merger shall be the same upon the Merger as he is for said corporation immediately prior thereto. The Shareholders' Agreement of the surviving BAM-BAM as in effect at the time of Merger, shall continue to be the Shareholders' Agreement of BAM-BAM, as the corporation, without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

ARTICLE VIII

MANAGEMENT

Management of BAM-BAM is vested in its President and the name and address of the President are as set forth below.

Wade S. Oney
9600 Delegates Drive
Orlando, FL 32837

ARTICLE IX

AMENDMENT

At any time before the filing with the Florida Department of State of Florida of the Articles of Merger to be filed in connection herewith, the President of BAM-BAM may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Department of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE X

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the President of BAM-BAM, this Plan may be terminated at any time before the Effective Date by resolution of the President of BAM-BAM. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of BAM-BAM or ONEY, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this December 20, 2014.

TEAM ONEY, INC. a Florida corporation

By: Wade S. Oney
WADE S. ONEY, President

BAM-BAM PIZZA, INC., a Florida corporation

By: Wade S. Oney
WADE S. ONEY, President

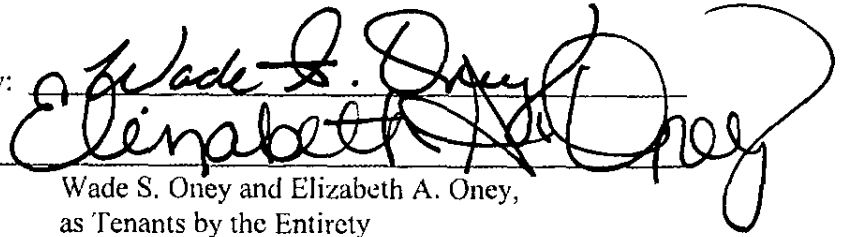
CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

The undersigned Shareholders of ONEY hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

“Shareholders”

TEAM ONEY, INC. a Florida corporation

By:


Wade S. Oney and Elizabeth A. Oney,
as Tenants by the Entirety

CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

The undersigned Shareholders of BAM-BAM hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

“Shareholders”

BAM-BAM PIZZA, INC., a Florida corporation

**WADE S. ONEY REVOCABLE TRUST DATED
06/26/07, AS AMENDED, WADE S. ONEY, TRUSTEE**

By:


WADE S. ONEY, Trustee

**CHARLES J. PETERS REVOCABLE TRUST U/A/D
03/20/03, AS AMENDED, CHARLES J. PETERS,
TRUSTEE**

By:


CHARLES J. PETERS, Trustee